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June 16, 2008

RECORDATION NO. **22603-K** FILED
Salt Lake City
201 South Main Street
Salt Lake City, UT 84111
(801) 533-0066

Ms. Anne K. Quinlan, Esq., Acting Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

JUN 17 '08 -11 00 AM

SURFACE TRANSPORTATION BOARD

Re: Union Pacific Railroad Company
Substitution of Equipment
(UPRR 1999 B-2)

Dear Ms. Quinlan:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two executed copies of the Release of Security Interest under Lessee Mortgage Agreement dated June 17, 2008, a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents. The enclosed document relates to the Lessee Mortgage Agreement dated December 15, 1999 (UPRR 1999 B-2), a memorandum of which was recorded with the Surface Transportation Board on December 14, 1999 at 4:25 P.M. under Recordation Number 22603-D.

The name and address of the party to the enclosed document is as follows:

Lessee: Union Pacific Railroad Company
1400 Douglas Street
Omaha, Nebraska 68179
Attention: Treasurer

The equipment covered on the date hereof by the enclosed document consists of:

7 SD9043MAC Locomotives bearing road numbers within the series UP 8302 through UP 8308; and 11 SD9060MAC Locomotives bearing the road numbers within the series UP 8502 through UP 8521, all as more specifically indicated in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Release of Security Interest under Lessee Mortgage Agreement (UPRR 1999 B-2) dated June 17, 2008, from Union Pacific Railroad Company, as Lessee.

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A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3429.

Sincerely,

CHAPMAN AND CUTLER LLP

By


Patrick Vining

Enclosures

JUN 17 '08 -11 00 AM

SURFACE TRANSPORTATION BOARD

RELEASE OF SECURITY INTEREST UNDER LESSEE MORTGAGE AGREEMENT

THIS RELEASE OF SECURITY INTEREST dated June 17, 2008 is made and entered into by the undersigned, Union Pacific Railroad Company (the "*Lessee*").

For good and valuable consideration, the receipt and sufficiency of which are acknowledged, the Lessee hereby terminates, releases and discharges its security interest in the railroad equipment set forth on Schedule 1 attached hereto which has been deemed to have suffered an Event of Loss.

Such security interest was granted pursuant to that certain Lessee Mortgage Agreement (UPRR 1999 B-2) dated December 15, 1999 (the "*Lessee Mortgage Agreement*"), from GENAVA Verwaltungsgesellschaft mbH & Co. Vermietungs KG (the "*Lessor*"), in favor of the Lessee, as supplemented (i) a memorandum of which was duly recorded with the Surface Transportation Board on December 14, 1999 at 4:23 P.M. under Recordation Number 22603-D and (ii) a memorandum of which was deposited with the Registrar General of Canada on December 14, 1999 at 2:26 P.M. Capitalized terms used herein without definition have the meanings assigned to them in the Lessee Mortgage Agreement.

Release of Security Interest under Lessee Mortgage Agreement
(UPRR 1999 B-2)

Dated this 12th day of June, 2008.

UNION PACIFIC RAILROAD COMPANY,
as Lessee

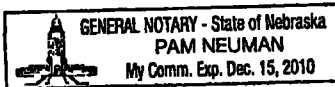
By: 

Name: Gary W. Grosz

Title: Assistant Treasurer

STATE OF NEBRASKA)
)
COUNTY OF DOUGLAS)

On this 12th day of June, 2008, before me personally appeared Gary W. Grosz, to me personally known, who, being by me duly sworn, says that he is Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that the foregoing instrument was signed on behalf of said company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Pam Neuman

Notary Public

[Notarial Seal]

My commission expires

12-15-2010

SCHEDULE 1

EQUIPMENT	QUANTITY	ROAD NUMBERS
SD9043MAC Locomotives	7	UP 8302 through UP 8308, inclusive
SD9060MAC Locomotives	11	UP 8502 UP 8512 through UP 8521, inclusive

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/17/08



Robert W. Alvord